

1 This is a(n): monthly interim final application

2 This is the first interim fee application filed by Milbank LLP in these cases.

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Summary of Monthly Fee Statements for Compensation Period :

		Requested		Approved/ Pending Approval		Holdback Fees(20%) Requested Fees
Filing	Period Covered	Fees	Expenses	Fees (80%)	Expenses (100%)	
<i>First Monthly Fee Statement</i> Docket No. 2219 Date Filed: 5/24/19	2/12/19-2/28/19	\$1,579,807.00	\$17,428.27	\$1,263,845.60	\$17,428.27	\$315,961.40
<i>Second Monthly Fee Statement</i> Docket No. 2707 Date Filed: 6/21/19	3/1/19-3/31/19	\$2,154,205.25	\$88,823.53	\$1,723,364.20	\$88,823.53	\$430,841.05
<i>Third Monthly Fee Statement</i> Docket No. Date Filed: 7/12/19	4/1/19-4/30/19	\$1,893,348.75	\$65,490.56	\$1,514,679.00	\$65,490.56	\$378,669.75
<i>Fourth Monthly Fee Statement</i> Docket No. Date Filed: 7/18/19	5/1/19-5/31/19	\$1,656,740.25	\$54,237.67	\$1,325,392.20	\$54,237.67	\$331,348.05
TOTALS:		\$7,284,101.25	\$225,980.03	\$5,827,281.00	\$225,980.03	\$1,456,820.25

Summary of Any Objections to Monthly Fee Applications: No objections were filed with respect to the First or Second Monthly Fee Statements. See *Certificates of No Objection* [Docket Nos. 2565 and 2976]. The objection deadline with respect to the Third Monthly Fee Statement is August 2, 2019, and the objection deadline with respect to the Fourth Month Fee Statement is August 8, 2019.

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2 **UNITED STATES BANKRUPTCY COURT**
3 **NORTHERN DISTRICT OF CALIFORNIA**
4 **SAN FRANCISCO DIVISION**

5 **In re:** Case No. 19-30088(DM)
6 **PG&E CORPORATION** Chapter 11
7 **-and-** (Lead Case)
8 **PACIFIC GAS AND ELECTRIC COMPANY,** (Jointly Administered)
9 **Debtors.**

10 **FIRST INTERIM FEE APPLICATION OF MILBANK LLP**
11 **FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND**
12 **REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO**
13 **THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD**
14 **FROM FEBRUARY 12, 2019 THROUGH MAY 31, 2019**

15 TO THE HONORABLE DENNIS MONTALI
16 UNITED STATES BANKRUPTCY JUDGE

17 Milbank LLP (“Milbank”), counsel to the Official Committee of Unsecured Creditors (the
18 “Committee”) of PG&E Corporation and Pacific Gas and Electric Company (collectively, the
19 “Debtors”) in the above-captioned chapter 11 cases, hereby submits its first interim application
20 (this “First Interim Application”), seeking entry of an order pursuant to: (i) sections 330 and 331
21 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (as amended, the “Bankruptcy
22 Code”); (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (as amended, the
23 “Bankruptcy Rules”); (iii) the *Order Establishing Procedures for Interim Compensation and*
24 *Reimbursement of Expenses for Professionals, dated February 15, 2012* [Docket No. 701] (the
25 “Interim Compensation Order”); (iv) the *Order Pursuant to 11 U.S.C. Section 1103(a) and Fed.*
26 *R. Bankr.P. 2014 and 2016 Authorizing the Retention and Employment of Milbank LLP as Counsel*
27 *for the Official Committee of Unsecured Creditors Effective as of February 12, 2019* [Docket No.
28 1766] (the “Retention Order”); (v) the United States Trustee’s *Guidelines for Reviewing*
Applications for Compensation and Reimbursement of Expenses by Attorneys in Larger Chapter

11Cases ,effectiveNovember1,2013(the“U.S.TrusteeGuidelines ”); (vi)theBankruptcyLocal
2Rules for the Northern District of California (the “ Local Rules”); (vii) the *Guidelines for*
3*CompensationandExpenseReimbursementofProfessionalsandTrusteesfortheNorthernDistrict*
4*ofCalifornia* ,datedFebruary19,2014(the“LocalGuidelines ” andtogetherwiththeU.S.Trustee
5Guidelines,the“ FeeGuidelines”).
6

7BythisFirstInterimApplication,Milbankseeks:theallowance , onaninterimbasis, and
8payment (totheextentnotpreviouslypaid)of(i)compensationforprofessionalservicesrendered
9during the period from February 12, 2019 through and including May 31, 2019 (the
10“Compensation Period”)intheaggregateamountof\$7,284,101.25,includingamountspreviously
11held back pursuant to the Interim Compensation Order; and (ii) reimbursement of actual and
12necessary expenses incurred by Milbank in connection with such services during the
13Compensation Periodintheamountof\$225,980.03.InsupportofthisFirstInterimApplication,
14Milbankrespectfullystatesasfollows:
15

PRELIMINARY STATEMENT

171. Filed in the aftermath of the horrific 2017 and 2018 wildfires in Northern
18California, thesechapter11c asesrepresentoneofthelargestandmostcomplexchapter11filings
19inUnitedStateshistory. ImmediatelyupontheCommittee’sformation,Milbankhasadvisedit
20on, amongotherthings:(i)analyzing theDebtors’“firstday”motionsandnegotiatingsignificant
21changes to the relief requested thereby ; (ii) working with the Debtors’ counsel to minimize
22business andoperational disruptions duetothebankruptcyfiling;and (iii) analyzingtheneedfor
23andproprietyofthe proposed \$5.5billiondebtorinpossessionfinancing(the“DIPFinancing ”).
24In the ensuing weeks , Milbank also advisedt he Committee in :(i)work ing withthe Debtors to
25markedlyimprovetheirshortterm incentiveplan(“ STIP”)fortheiremployees;(ii)assist ing in
26litigation with theFederalEnergyRegulatoryCommission(“ FERC”) todeterminejurisdictional
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1 issues regarding potential future contract rejections ; and (iii) helping secure an appropriately
2 limited initial extension of the Debtors' exclusivity.

3 2. Milbank attorneys have appeared on behalf of the Committee at all of the Debtors'
4 omnibus and telephonic hearings, meetings, depositions and conferences, and drafted and filed on
5 behalf of the Committee numerous pleadings, including objections, statements, discovery requests,
6 notices, and stipulations. Milbank litigators have also taken a leading role in all aspects of
7 numerous adversary proceedings.

8 3. These efforts have allowed the Committee to carry out its fiduciary responsibilities
9 to the Debtors' unsecured creditors while also allowing the Debtors' cases to be administered
10 efficiently and economically for the benefit of all parties in interest. The professional services
11 performed and expenses incurred by Milbank were actual and necessary to preserve and maximize
12 the value of the Debtors' estates.

13 4. In light of the size, complexity and nature of these cases, Milbank's charges for
14 professional services performed and expenses incurred are reasonable under the applicable
15 standards. Milbank respectfully requests that the Court grant this First Interim Application and
16 allow interim compensation for professional services and reimbursement for expenses as requested
17 herein.

20 **BACKGROUND**

21 5. Bankruptcy Filing. On January 29, 2019 (the "Petition Date"), each of the Debtors
22 filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in this Court. The
23 Debtors continue to manage and operate their businesses and properties as debtors in possession
24 pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been
25 appointed in the cases. On February 1, 2019 the Court entered an order consolidating the cases
26 for procedural purposes only [Docket No. 207].
27

1 6. Creditors' Committee. On February 12, 2019, the United States Trustee for the
2 Northern District of California (the "U.S. Trustee") appointed the Committee [Docket No. 409].
3 The Committee currently consists of the following nine members: (i) BOKF, N.A., as indenture
4 trustee under unsecured bond indentures; (ii) The Davey Tree Expert Company, Davey Tree
5 Surgery Company, and DRG, Inc.; (iii) Deutsche Bank National Trust Company and Deutsche
6 Bank Trust Company Americas, as indenture trustee; (iv) G4S Secure Solutions (USA) Inc. and
7 G4S Secure Integration LLC; (v) International Brotherhood of Electrical Workers, Local 1245;
8 (vi) Mizuho Bank, Ltd.; (vii) NextEra Energy, Inc.; (viii) Pension Benefit Guaranty Corporation;
9 and (ix) Roebbele n Contracting, Inc. ¹
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11 7. Jurisdiction. This Court has jurisdiction over this matter pursuant to 28 U.S.C.
12 §§ 157 and 1334. Venue of the Chapter 11 Cases is proper pursuant to 28 U.S.C. §§ 1408 and
13 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2). The statutory predicates for
14 the relief sought herein are sections 330 and 331 of the Bankruptcy Code.
15

16 8. Authorization for Milbank's Retention. On April 3, 2019, the Committee filed its
17 *Application to Employ Milbank LLP as Counsel to the Official Committee of Unsecured Creditors,*
18 *Effective as February 12, 2019* [Docket No. 1208] (the "Retention Application"). In connection
19 with the Retention Application, Milbank filed the *Declaration of Thomas R. Kreller in Support of*
20 *Application to Employ Milbank LLP as Counsel to the Official Committee of Unsecured Creditors,*
21 *Effective as of February 12, 2019* (the "Kreller Declaration") [Docket No. 1210]. On April 29,
22 2019, the Court authorized Milbank's retention as counsel to the Committee. The Retention Order
23 provides that Milbank will be compensated on an hourly basis for services rendered to the
24 Committee and reimbursed for actual and necessary out-of-pocket expenses. This First Interim
25 Application is Milbank's first interim application for the payment of its fees and reimbursement
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28 ¹ Western Asset Management Company, LLC has resigned from the Committee.

1 of its expenses as well the release of the twenty -percent holdback (the “Holdback”) maintained
2 during the Compensation Period. Milbank is not holding, and has not held, any retainer in
3 connection with the cases or work performed on behalf of the Committee.

4 9. Fee Examiner. On May 28, 2019, the Court entered an order appointing Bruce A.
5 Markell as fee examiner (the “Fee Examiner”) in the cases [Docket No. 2267]. Milbank is in
6 the process of providing information to the Fee Examiner as requested and necessary for the Fee
7 Examiner to evaluate the reasonableness of the compensation sought in this First Interim
8 Application.

9 10. Status of Cases. The Debtors are continuing their operations as debtor s in
10 possession. No plan or disclosure statement has yet been filed.

11 11. Monthly Fee Statements. In accordance with the Interim Compensation Order,
12 each Retained Professional (as defined therein) is required to file monthly fee statements. To the
13 extent there are no objections to a monthly fee statement, the relevant Retained Professional is
14 authorized to file a certification of no objection, after which the Debtors are authorized to pay such
15 professional eighty percent (80%) of the fees and one hundred percent (100%) of the expenses
16 requested in such monthly fee statement. Interim Compensation Order, ¶ 2(f). Pursuant to the
17 Interim Compensation Order, Milbank submitted the following monthly fee statements (each a
18 “Monthly Fee Statement”):

19 a. On May 24, 2019, Milbank filed its first fee statement for the period from February
20 12, 2019 through and including February 28, 2012 [Docket No. 2219] (the “First
21 Fee Statement”). The First Fee Statement sought : (i) compensation for services
22 rendered, in the amount of \$1,579,807.00; and (ii) reimbursement of actual and
23 necessary expenses incurred in connection with such services, in the amount of
24 \$17,428.27.

b. On June 21, 2019, Milbank filed its second fee statement for the period from March 1, 2019 through and including March 31, 2019 [Docket No. 2707] (the “Second Fee Statement”). The Second Fee Statement sought: (i) compensation for services rendered, in the amount of \$2,154,205.25; and (ii) reimbursement of actual and necessary expenses incurred in connection with such services, in the amount of \$88,823.53.

c. On July 12, 2019, Milbank filed its third fee statement for the period from April 1, 2019 through and including April 30, 2019 [Docket No. 2950] (the “Third Fee Statement”). The Third Fee Statement sought: (i) compensation for services rendered, in the amount of \$ 1,893,348.75; and (ii) reimbursement of actual and necessary expenses incurred in connection with such services, in the amount of \$65,490.56.

d. On July 18, 2019, Milbank filed its fourth fee statement for the period from May 1, 2019 through and including May 31, 2019 [Docket No. 3071] (the “Fourth Fee Statement”). The Fourth Fee Statement sought: (i) compensation for services rendered, in the amount of \$1,656,740.25; and (ii) reimbursement of actual and necessary expenses incurred in connection with such services, in the amount of \$54,237.67.²

12. Milbank has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional

² The objection deadline sfortheFirstFeeStatementand theSecondFeeStatementexpired onJune14,2019and July12,2019,respectively .Noobjectionswerefledwithrespectto eithertheFirstorSecondFeeStatements,anda *CertificatesofNoObjection* has beenfiled withrespecttoeach[DocketNos.2565and2976,respectively].Theobjectiondeadline with respectto the ThirdFee Statement and the FourthFee Periodhave notyetpassed, thus,t heamountsrequested thereinhavenotyetbeenallowed.Todate,noobjectionshave beenfiledwithrespecttoeitherfeestatement.

1 services rendered in the Chapter 11 Cases. No promises have been received by Milbank or any
2 member thereof as to compensation in connection with the sec ases other than in accordance with
3 the provisions of the Bankruptcy Code.

4 **RELIEF REQUESTED**

5 13. By this First Interim Application, Milbank seeks : (i) interim allowance and award
6 of 100% of the compensation for professional services rendered by Milbank, as counsel to the
7 Committee, during the Compensation Period in the amount of \$7,284,101.25; (ii) reimbursement
8 of actual and necessary expenses incurred by Milbank in connection with such services during the
9 Compensation Period in the amount of \$225,980.03; and (iii) the release of the Holdback .
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11 14. As stated in the certification (the "Kreller Certificate ") attached hereto as **Exhibit**
12 **G**, which certifies Milbank's compliance with the Fee Guidelines, all of the services for which
13 compensation is sought herein were rendered solely for or on behalf of the Committee in
14 connection with these cases.
15

16 15. Pursuant to the Interim Compensation Order, Milbank has already received
17 payment for the Compensation Period in the total amount of \$ 1,281,273.87. Milbank seeks further
18 payment of \$6,228,807.41 pursuant to this First Interim Application, which amount represents the
19 portion of Milbank's fees for legal services rendered and expenses incurred during the
20 Compensation Period not previously paid to Milbank pursuant to the Monthly Fee Statements.
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22 16. The fees sought by this First Interim Application reflect an aggregate of 7,055.20
23 hours of attorney and paraprofessional time spent and recorded in performing services to the
24 Committee during the Compensation Period, at a blended average hourly rate of \$1,032.44 for
25 both attorneys and paraprofessionals. The blended hourly rate for attorneys only is \$1,055.49.
26

27 17. The fees charged by Milbank in the sec ases are billed in accordance with Milbank's
existing billing rates and procedures in effect during the Compensation Period. The rates Milbank
28 charges for the services rendered by its professionals in the sec ases generally are the same rates

Milbank charges for professional services rendered in comparable bankruptcy and non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy cases in a competitive legal market.

18. Copies of Milbank's invoices detailing the services rendered and expenses incurred during the Compensation Period are attached to the Monthly Fee Statements, which have been filed on the docket and furnished to the Debtors, counsel to the Official Committee of Tort Claimants (the "Tort Committee"), the U.S. Trustee and the Fee Examiner. Milbank is in the process of providing the Fee Examiner with the Monthly Fee Statements in an electronic LEDES format Milbank believes is acceptable to the Fee Examiner.

19. Milbank has made every effort to ensure that this First Interim Application complies with the Fee Guidelines to the extent applicable.

SUMMARY OF PROFESSIONAL SERVICES RENDERED

20. In the ordinary course of its practice, Milbank maintains written records of the time expended by professionals and paraprofessionals in the rendition of professional services.³ A chart showing the name of each relevant professional or paraprofessional, each attorney's year of bar admission, the aggregate time expended by each such professional or paraprofessional, the hourly billing rate for each such professional or paraprofessional in effect during the Compensation Period, and the amount requested for each such professional or paraprofessional is attached hereto as **Exhibit A**. A schedule of the project categories and amounts for which compensation is requested in each category is attached hereto as **Exhibit B**.

³ Copies of these computerized records (as modified to address privileged and confidential matters) have been filed on the docket with the Monthly Fee Statements and furnished to the Debtors, the Tort Committee, the U.S. Trustee, and will be provided to the Fee Examiner in the formats specified by the Fee Guidelines.

1 21. In the ordinary course of its practice, Milbank also maintains records of all actual
2 and necessary out-of-pocket expenses incurred in connection with the performance of professional
3 services, all of which are available for inspection. A detailed summary of the expenses incurred
4 during the Compensation Period is attached hereto as **Exhibit C**.

5 22. Milbank respectfully submits that the services that it has rendered on behalf of the
6 Committee during the Compensation Period were necessary and appropriate and have directly
7 contributed to the effective administration of these cases.

8 23. Annexed hereto as **Exhibit D** is a summary and comparison of the aggregate
9 blended hourly rates billed by Milbank's timekeepers in all domestic offices to non-bankruptcy
10 matters during the preceding fiscal year and the blended hourly rates billed to the Debtors during
11 the Compensation Period.

12 24. Milbank discussed its rates, fees, and staffing with the Committee at the outset of
13 its retention in these cases. Milbank provided the Committee with the *Budget for Milbank LLP, Counsel to the Official Committee of Unsecured Creditors of PG&E Corporation and Pacific Gas and Electric Company for the Period from February 12, 2019 through May 31, 2019* (the
14 "Budget") and the *Staffing Plan for Milbank LLP, Counsel to the Official Committee of Unsecured Creditors of PG&E Corporation and Pacific Gas and Electric Company, for the Period from February 12, 2019 through May 31, 2019* (the "Staffing Plan") attached hereto as **Exhibit E**. The Committee is aware of the complexities of these cases, the many issues that need to be addressed, the various disciplines involved, and that the staffing needs are dynamic and based on a number of factors, many of which are unpredictable, including the activities of other parties in interest in these cases. **Exhibit F** is a summary of fees and hours budgeted compared to fees and hours billed. Lastly, **Exhibit G** is the Certification of Thomas R. Kreller, certifying certain matters addressed in the Interim Compensation Order.

Summary of Services Performed by Milbankb y Project Code

25. The following summary of services rendered during the Compensation Period is not intended to be a detailed description of the work performed. Rather, it merely highlights certain project billing categories areas in which significant services were rendered by Milbank, as well as identifies some of the issues Milbank was required to address. Detailed descriptions of the day-to-day services provided by Milbank and the time expended performing such services in each project billing category were attached as exhibits to the Monthly Fee Statements. Such detailed descriptions demonstrate that Milbank was heavily involved in the performance of services for the Committee on a daily basis, including night and weekend work, often under extreme time constraints, to meet the needs of the Committee.

AutomaticStay

26. During the Compensation Period, Milbank attorneys reviewed various motions to either: (i) lift the automatic stay or (ii) find that the automatic stay did not apply, including those filed by, among others: (i) Enel Green Power North America Inc.; (ii) esVolta, LP; (iii) mNoc AERS LLC; (iv) Valero Refining Company; (v) Kevin Thompson and Mia Nash; (vi) Philip Verwey; (vii) Mikhail and Marina Gelman; and (viii) the City and County of San Francisco (collectively, the “Stay Motions”). In connection with the Stay Motions, Milbank drafted memorandum to the Committee regarding the issues raised therein, appeared at hearings regarding such motions, researched legal issues where necessary, worked with the Debtors to resolve the Stay Motion s, and, where appropriate, filed statements in support of the Debtors’ position.

Bankruptcy Litigation

27. During the Compensation Period, Milbank attorneys engaged in various litigation and discovery related activities in connection with: (i) the adversary proceeding initiated by the

1 Debtors for a preliminary injunction against the FERC (Adv. Pro. 19-03003); (ii) the Herdon class
2 action (Adv. Pro. 19-193995); (iii) the subrogation litigation (Adv. Pro. 19-03015); (iv) the motion
3 filed by TURN for the appointment of a ratepayers' statutory committee; (iv) the Debtors' motion
4 to dismiss certain the Camp fire adversary proceeding; and (v) the Debtors' various "first day"
5 motions. These tasks included reviewing the underlying pleadings and proposed orders
6 to evaluate and address the potential impacts upon the Debtors and the Committee, research into the
7 relevant issues, diligence factual issues, drafting related memoranda for the Committee and preparing
8 and filing pleadings in support of the Committee's positions, such as: (i) a statement with respect
9 to the "first day" motions [Docket No. 610]; (ii) motion to intervene in the FERC adversary
10 proceeding [Adv. Pro. Docket No. 96] (which was granted); and (iii) an objection to the
11 establishment of a ratepayer's committee [Docket No. 1653] (which was successful).
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13 28. In addition, Milbank also filed two additional objections: (i) an objection with
14 respect to the Debtors' motion to extend the exclusive periods [Docket No. 2009]; and (ii) a limited
15 objection to the Debtors' *Motion Pursuant to Sections 105(a) and 362 for Interim and Final Orders*
16 *Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock*
17 *of, and Claims Against, the Debtors* (the "NOL Motion") [Docket No. 10]. Following the filing
18 of these objections: (i) the Court shortened the Debtors' requested exclusivity period by two
19 months on the Committee's recommendation; and (ii) the Debtors and the Committee agreed to
20 important changes that significantly improved the marketability of the Debtors' securities.
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Case Administration
(Fees: \$258,097.00; Hours: 290.30)

23 29. During the Compensation Period, Milbank expended substantial time attending to
24 various case administrative matters, including among other things: (i) preparing and updating an
25 internal calendar of critical dates for the Committee; (ii) maintaining an internal task list to monitor
26 the status of pending matters; (iii) coordinating critical work streams among Milbank attorneys
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and the Committee's various other advisors; and (iv) reviewing the docket for new pleadings and distributing such filings to the team and Committee along with summaries of such pleadings.

CommunicationswithClient (Fees:\$471,370.50;Hours:438.00)

30. During the Compensation Period, in coordination with the Committee's financial advisors, Milbank attorneys spent a substantial amount of time coordinating, preparing materials for (including meeting agendas, factual and legal memoranda, summaries, and presentations) Committee meetings. In advance of such meetings, Milbank attorneys drafted memoranda for the Committee summarizing and providing analyses and recommendations with respect to each substantive matter that was scheduled for an upcoming hearing or was otherwise active. Milbank attorneys also drafted substantive memoranda on a number of various case topics, including, among other things: (i) the Committee's fiduciary duties to the unsecured creditors; (ii) the Debtors' Butte County settlement motion regarding wildfire liability, (iii) lift stay issues; (iv) certain plan issues including various issues related to solvent debtors; (iv) each of the Debtors' substantive motions; and (v) the California legislative system.

31. Milbank attorneys also prepared for and participated in numerous calls and other communications, including via email, with individual Committee members and their counsel, as well as the subcommittees established by the Committee, which include the : (i) Public Affairs Subcommittee; (ii) Business Operations Subcommittee; (iii) Wildfire Mitigation Subcommittee; and (iv) Wildfire Claims Subcommittee.

Communications with Unsecured Creditors

(Fees:\$66,132.50; Hours:54.10)

32. During the Compensation Period, Milbank attorneys researched, drafted, and filed a motion to establish creditor information protocols, which the Court granted on April 26, 2019 [Docket No. 1705]. In connection with such protocols, Milbank attorneys solicited proposals from various vendors and selected an information and noticing agent—Epiq Consulting, Inc. (“Epiq”)

– to establish a website on behalf of the Committee to provide pertinent information regarding these cases to the Debtors’ unsecured creditors. Later, at the Court ’s direction, Milbank worked with the counsel to the Tort Committee to expand Epiq’s role to also provide information to the constituents of the Tort Committee , as directed by the Court. Milbank also worked with Epiq to update the Committee’s website periodically.

33. In addition, in accordance with the Committee's statutory duties under section 1102(b) of the Bankruptcy Code, Milbank attorneys responded electronically and telephonically to various inquiries received from the Debtors' unsecured creditors regarding the cases. Milbank also maintained frequent contact with [the U.S. Trustee and] advisor to major constituencies in these cases, including the Debtors, the Tort Committee, and various ad hoc unsecured creditor groups, to discuss open issues and upcoming matters important to the Committee, communicate the Committee's positions and seek mutually acceptable courses of action.

34. Milbank attorneys also prepared for and participated in numerous in-person and telephonic meetings with the Tort Committee and the various ad hoc groups (or combinations thereof) to, among other things, discuss the ongoing administration and potential resolution of these cases.

CommitteeMeetings

35. Given the significant size of the Debtors' cases and the sheer amount of materials that the Committee's advisors were tasked with handling, each week (and sometimes, on additional occasions) Milbank conducted a telephonic meeting with the Committee. Milbank also conducted a number of in-person meetings with the Committee (collectively, with all telephonic meetings, the "Committee Meetings"). During Committee Meetings, Milbank attorneys discussed key issues with the Committee, including the upcoming matters scheduled for hearing by the Court. Prior to such meetings, Milbank attorneys reviewed pending matters requiring the Committee's attention.

1 and the underlying documentation and coordinated advice with the Committee's other
2 professionals. Milbank attorneys also drafted agendas for all such meetings, and distributed
3 pertinent information in advance to the Committee. Thereafter, Milbank discussed each of these
4 matters with the Committee, as well as individual Committee members on separate occasions, and
5 assisted the Committee in formulating a position with respect to each matter. Milbank also
6 provided Committee members with sometimes daily update emails regarding the status of these
7 cases.

9 **DIP Financing/Cash Management**
10 (Fees:\$193,772.00;Hours:162.20)

11 36. One of the most significant "first day" issues related to the Debtors request for
12 authorization to obtain \$5.5 billion of secured, superpriority postpetition financing pursuant to
13 their *Motion Pursuant to 11 U.S.C. §§ 105, 362, 363, 364, 503 and 507, and Fed. R. Bankr. P.*
14 *2002, 4001, 6003, 6004 and 9014 for Interim and Final Orders (I) Authorizing the Debtors to*
15 *Obtain Senior Secured, Superpriority Postpetition Financing, (II) Granting Liens and*
16 *Superpriority Claims, (III) Modifying the Automatic Stay, (IV) Scheduling Final Hearing, and*
17 *(V) Granting Related Relief* (the "DIP Motion") [Docket No. 23]. Immediately upon the
18 Committee's formation, Milbank and the Committee's financial advisors began to review the DIP
19 credit agreement and an enormous amount of diligence regarding the DIP Motion, which required
20 that the Committee's advisors work closely with the Committee and the Debtors' advisors , in order
21 to understand the various aspects of the proposed financing, the Debtors' capital structure, funding
22 needs and market conditions and comparables with respect to loans of this type and size. Among
23 other things, Milbank and the Committee's other advisors specifically focused on the sizing of the
24 DIP Financing. Milbank also reviewed the related cash management order and the Debtors'
25 proposed DIP Order, and Milbank attorneys also appeared at the final hearing on the DIP Motion.
26 Based on its review of all of the aspects of the DIP financing, the Committee ultimately came to
27

support the DIP Motion, and Milbank drafted and filed a *Statement of the Official Committee of Unsecured Creditors in Support of the Final Approval of the Debtors' DIP Motion* [Docket No. 835].

Executory Contracts

37. During the Compensation Period, Milbank attorneys spent considerable time and effort analyzing with the assistance of the Committee’s financial advisor, FTI Consulting, Inc. (“FTI”), those executory contracts and unexpired leases that the Debtors determined to assume or reject. Most importantly, the Committee closely reviewed the Debtors’ motion (the “Quanta Motion”) [Docket No. 1218] to assume certain agreements with Quanta Energy Services, LLC (“Quanta”), whereby the Debtors, among other things, sought to remit over \$116 million to Quanta in cure payments. Milbank and FTI spent considerable time diligencing the agreements, and when it failed to obtain the necessary information from the Debtors, filed a limited objection to the Quanta assumption [Docket No. 1555].

GeneralCaseStrategy

38. As Committee counsel, Milbank expended significant time organizing the Committee by, among other things: (i) conducting numerous calls, both internally, with Milbank attorneys, and externally, with the Committee's other professionals to discuss and analyze the "first-day" and other pending motions and applications, as well as other tasks and projects; (ii) corresponding with the Debtors and their advisors regarding various work streams and diligence items; and (iii) analyzing new pleadings filed on the bankruptcy docket.

39. Further, on a weekly basis during the Compensation Period, Milbank attorneys led advisors-only calls with the Committee's financial advisors to prepare for regular Committee meetings and other matters. During such calls, the Committee's advisors discussed general case strategy, issues that may be appropriate for special attention by the Committee and proposed

recommendations with respect to such issues. Also during the Compensation Period, Milbank attorneys drafted minutes to memorialize the Committee's resolutions during Committee meetings.

CourtHearings

40. During the Compensation Period, Milbank attorneys spent considerable time preparing for and attending (either in person or telephonically) all significant hearings and Court conferences in these cases and related adversary proceedings. Significant hearings were held with regard to: (i) the Debtors' request for final relief with respect to a panoply of "first day" motions (which included substantial DIP financing); (ii) the Debtors' complaint against the FERC for, among other things, a declaratory judgment and injunctive relief in connection with certain proceedings brought before FERC by several counterparties to whole power purchase agreements with the Debtors; (iii) motions from various parties for safe harbor protection; (iv) certain public entities' request to appoint an official committee of public entities; (v) the Debtors' hedging programs; (vi) the Debtors' STIP; (vii) applications to employ and retain professionals for each of the Debtors, the Committee, and the Tort Committee; (viii) TURN's motion for appointment of an official ratepayers committee; (ix) the Debtors' exclusivity extension motion; (x) the wildfire assistance program motion; and (xi) numerous motions by non-debtor parties to modify or lift the automatic stay, among other matters. Milbank attorneys communicated in advance of hearings with other parties in interest, including the Debtors, the Tort Committee, the various ad hoc unsecured creditor groups, and the U.S. Trustee regarding the relief requested and any issues raised thereby, in an effort to consensually resolve concerns prior to the applicable hearing. Given the nature of these cases, many matters went forward during the Compensation Period on a contested

law, the contribution of Milbank attorney spanning multiple specialties was necessary to properly represent the Committee.

Non-WorkingTravel

41. Non-working travel time spent by Milbank attorneys traveling to and from meetings, conferences, hearings and similar events in connection with Milbank's representation of the Committee was either not billed or charged at 50% of such attorney's normal billing rate. Most significantly, during the Compensation Period, Milbank attorneys were required to travel to and from San Francisco on a regular basis – sometimes making multiple trips in a single week – for court hearings, meetings with the Debtors and their respective advisors. Efforts were made to use travel time productively, for performing work for the estates or for other client -related matters, but this was not always possible or practicable.

Retention/Fee Applications

42. Soon after its engagement, Milbank worked with the Committee and FTI to hire an investment bank to provide investing banking services to the Committee. After the Committee's selection of Centerview Partners LLC ("Centerview"), Milbank coordinated with the Committee, FTI, and Centerview to draft and/or finalize each professional firm's retention application and exhibits thereto, including engagement letters, conflicts schedules and declarations, in addition to those for Milbank. Subsequently, the Committee determined to retain Axiom Advisors ("Axiom") as its government affairs consultant, given the significant legislative issues at play in these cases. As with FTI and Centerview, Milbank worked with the Committee and Axiom to file Axiom's retention papers. To the extent required by applicable bankruptcy law, each professional ran a conflicts check for purposes of disclosing relationships to parties potentially interested in these cases, a list of such parties having been supplied by the Debtors' advisors to Milbank. Given the voluminous nature of the list, significant time was required to be spent by Milbank attorneys

1 reviewing and analyzing the results of its conflicts search and making disclosures as appropriate
2 in its retention application. Orders were entered approving the retention of each professional as
3 follows: (i) Milbank [Docket No. 1766]; (ii) FTI [Docket No. 2252]; (iii) Centerview [Docket No.
4 2067]; and (iv) Axiom [Docket No. 1978].

5 **Tax Issues**

6 (Fees: \$74,267.00; Hours: 69.90)

7 43. During the Compensation Period, Milbank assisted the Committee with its review
8 and analysis of various tax issues.

9 **Wildfire Claims and Treatment**

10 (Fees: \$794,796.50; Hours: 783.60)

11 44. Likely one of the most significant issues in the Debtors' cases will be the resolution
12 and treatment of the various claims made by victims of the Northern California wildfires. During
13 the Compensation Period, Milbank attorneys researched and addressed a host of issues for the
14 Committee related to mass tort cases, including the claims estimation process, potential
15 mechanisms or structures to address those claims and other liability issues. In addition, Milbank
16 reviewed various issues related to the possible treatment of the wildfire claims. Further, the
17 Committee's advisors spent substantial time reviewing the various proposed legislation in
18 California meant to compensate the wildfire victims and to ensure the continued viability of
19 California public utilities. Importantly, during the Compensation Period, the Debtors filed their
20 *Motion Pursuant to 11 U.S.C. §§ 105(a) and 363(b) and Fed.R.Bankr.P. 2002 and 6004(h) for*
21 *an Order (A) Authorizing Debtors to Establish and Fund Program to Assist Wildfire Claimants*
22 *with Alternative Living Expenses and Other Urgent Needs and (B) Granting Related Relief* (the
23 *"Housing Assistance Motion"*) [Docket No. 1777], whereby the Debtors sought to establish a \$105
24 million fund for the benefit of wildfire victims. Milbank and the Committee's other advisors spent
25 considerable time reviewing and diligencing the issues raised in the Housing Motion, and
26 subsequently filed an Objection to the Housing Motion, seeking, among other things, certain
27

modifications to the Order to ensure that: (i) only victims affected by fire or smoke caused by the Debtors receive payments from the fund; and (ii) payments are recredited so that victims did not receive double payments. Relatedly, Milbank also reviewed the Tort Committee's cross motion seeking to, among other things, increase the size of the Wildfire Recovery Fund to \$250 million. Milbank attorneys negotiated with both the Debtors and the Tort Committee, and through these efforts the Debtors made certain modifications to the program. Additionally, Milbank also spent considerable time reviewing the Wildfire Mitigation Plan, which was approved by the State of California and linked by the Debtors to their STIP Motion, discussed below.

EmploymentIssues

45. During the Compensation Period, the Debtors sought a variety of employee-related relief, including with respect to: (i) the payment of prepetition wages, salaries, withholding obligations and other compensation and benefits and the continuation of employee benefits programs; and (ii) a STIP for the 2019 fiscal year. Given the size and scope of the STIP, with the assistance of FTI, Milbank conducted substantial diligence on the proposed terms of the program, prepared written analyses for the Committee, and engaged in extensive negotiations with the Debtors for improved terms, while also preparing an objection and supporting documents to the extent an acceptable compromise was not reached. Following the Committee's filing of a limited objection to the STIP, and after numerous weeks of diligence, analysis, and productive negotiations, the Committee reached a resolution with the Debtors for significant improvements to be made to the program, which the Court ultimately approved.

ALLOWANCE OF COMPENSATION

46. In light of the size and complexity of these Chapter 11 Cases, the professional services rendered by Milbank required the expenditure of substantial time and effort by a large but lean team of attorneys and a high degree of professional competence and expertise across multiple

1 specialties. It is respectfully submitted that the services rendered to the Committee were performed
2 efficiently, effectively and economically, and the results obtained to date have benefited unsecured
3 creditors and the Debtors' estates.

4 47. The interim allowance of compensation for services rendered and reimbursement
5 of expenses in bankruptcy cases is expressly provided for in Bankruptcy Code section 331:
6

7 ... any professional person... may apply to the court not more than once every
8 120 days after an order for relief in a case under this title, or more often if the court
9 permits, for such compensation for services rendered . . . as is provided under
section 330 of this title.

10 48. With respect to the level of compensation, Bankruptcy Code section 330(a)(1)(A)
provides, in pertinent part, that the Court may award to a professional person "reasonable
11 compensation for actual, necessary services rendered[.]" See In re Manoa Finance Co., 853 F.2d
12 687,689 (9th Cir. 1988) (stating that section 330 authorizes reasonable compensation for certain
13 services and costs). Section 330(a)(3), in turn, provides that:

14 In determining the amount of reasonable compensation to be awarded to... [a] professional
15 person, the court shall consider the nature, the extent, and the value of such services, taking
16 into account all relevant factors, including—
17

18 (A) the time spent on such services;

19 (B) the rates charged for such services;

20 (C) whether the services were necessary to the administration of, or beneficial at the time
which the service was rendered toward the completion of, a case under this title;

21 (D) whether the services were performed within a reasonable amount of time
commensurate with the complexity, importance, and nature of the problem, issue, or task
addressed;

22 (E) with respect to a professional person, whether the person is board certified or otherwise
23 has demonstrated skill and expertise in the bankruptcy field; and

24 (F) whether the compensation is reasonable based on the customary compensation charged
25 by comparably skilled practitioners in cases other than cases under this title.

26 27 28 11 U.S.C. § 330(a)(3). The clear Congressional intent and policy expressed by the statute is to

provide for adequate compensation to professionals in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases . In re Fleming Cos. , 304 B.R. 85, 92 (Bankr.D.Del.2003)(“in enacting the Bankruptcy Code provisions which allow compensation to attorneys, Congress sought to encourage qualified attorneys to develop bankruptcy expertise by assuring that they would be compensated at the same level as their peers in other practice areas.”).

49. The total time spent by Milbank attorneys and paraprofessionals during the Compensation Period was 7,055.20 hours and has a fair market value of \$7,284,101.25. As demonstrated by this First Interim Application and supporting exhibits, Milbank submits that its services were rendered economically and without unnecessary duplication of efforts. In addition, the work involved, and thus the time expended, was carefully assigned in consideration of the experience and expertise required for each particular task. The compensation requested in the First Interim Fee Application is based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code.

50. As reflected in this First Interim Fee Application and the supporting documents, Milbank spent its time efficiently and without unnecessary duplication of time. Nonetheless, Milbank has voluntarily agreed to reduce its fees during the Compensation Period in the amount of \$ 757,811.00 (the “Voluntary Reduction”).⁴

EXPENSES

51. Bankruptcy Code Section 330 also authorizes “reimbursement for actual, necessary expenses” incurred by a retained professional. 11 U.S.C. § 330(a)(1)(B). “Once documented, ‘actual and necessary expenses’ are automatically reimbursable.” In re Wendy's of Montana, Inc., 111 B.R. 314, 315 (Bankr. N.D. Mont. 1988). Milbank seeks reimbursement for actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in

⁴ Milbank reserves the right to seek allowance of all or a portion of such fees in connection with its final fee application or in advance thereof.

1 the sum of \$225,980.03. The disbursements have been incurred in accordance with Milbank's
2 normal practice of charging clients for expenses clearly related to and required by particular
3 matters. In accordance with section 330 of the Bankruptcy Code, Milbank seeks reimbursement
4 only for the actual cost of such expenses to Milbank. Milbank charges for these expenses at rates
5 consistent with those charged to Milbank's other bankruptcy clients, which rates are equal to or
6 less than the rates charged by Milbank to its non-bankruptcy clients. Milbank has minimized these
7 expense to the greatest extent possible. A detailed summary of the expenses is attached hereto as
8 **Exhibit C.** Copies of supporting documentation for the out-of-pocket expenses (receipts,
9 statements, invoices, etc.) will be provided to the Court, the U.S. Trustee and the Fee Examiner
10 upon request.

12 52. Milbank's hourly billing rates do not include charges for photocopying, telephone
13 and facsimile charges, computerized research, travel expenses, "working meals," secretarial
14 overtime, postage and certain other office services, since the needs of each client for such services
15 differ. Milbank believes that it is more appropriate to charge each client only for the expenses
16 actually incurred in performing services therefor.

18 53. Milbank seeks reimbursement at the following rates for the following expense s:
19 (i) ten cents (\$0.10) per page for photocopying; (ii) ten cents (\$0.10) per page for black and white
20 printing; and (iii) ten cents (\$0.10) per page for color printing. Milbank's charges for internal
21 duplicating are well below the \$.50 per page rate authorized by statute for copies made by the
22 clerks of the United States Courts. See 28 U.S.C. § 1914(b); Judicial Conference Schedule of Fees
23 n. 4. Milbank currently does not charge for facsimile transmissions. Milbank has negotiated a
24 discounted transactional rate for computer assisted legal research. Milbank is not seeking
25 reimbursement of hourly fees of its secretarial services in this First Interim Fee Application.
26 Further, in providing or obtaining from third parties services that are reimbursable by clients,
27
28

Milbank does not include in such reimbursable amount any costs of investment, equipment, or capital outlay.

54. Throughout the Compensation Period, Milbank has been keenly aware of cost considerations and has tried to minimize the expenses charged to the Debtors' estates.

**NOFEESHARING;DISINTERESTEDNESSOFMILBANK;
NOPRIORAPPLICATIONS**

55. No agreement or understanding exists between Milbank and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

56. No prior application has been made in this or in any other Court for the relief requested herein for the Compensation Period.

RESERVATION OF RIGHTS

57. Although every effort has been made to include all fees and expenses incurred during the Compensation Period, some fees and expenses incurred during the period might not be included in this First Interim Fee Application due to delays caused in connection with the accounting and processing of such time and expenses. Accordingly, Milbank reserves the right to make further application to this Court for allowance of such fees and expenses incurred during this Compensation Period but not included herein.

NOTICE

58. Not trustee or examiner has been appointed in the Chapter 11 Cases. Pursuant to the Interim Compensation Order, notice of this Application has been served upon: (i) the Debtors c/o Pacific Gas & Electric Company, 77 Beale Street, San Francisco, CA 94105 (Attn: Janet Loduca, Esq.); (ii) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Rachael Foust, Esq.) and Keller & Benvenuti LLP, 650 California Street, Suite 1900, San Francisco, CA 94108 (Attn: Tobias S.

1 Keller, Esq. and Jane Kim, Esq.); (iii) the Office of the United States Trustee for Region 17,450
2 Golden Gate Avenue, 5th Floor, Suite #05- 0153, San Francisco, CA 94102 (Attn: James L. Snyder,
3 Esq. and Timothy Laffredi, Esq.); and (iv) counsel for the Official Committee of Tort Claimants,
4 Baker & Hostetler LLP, 11601 Wilshire Boulevard, Suite 1400, Los Angeles, CA 90025-0509
5 (Attn: Eric Sagerman, Esq. and Cecily Dumas, Esq.).

6

CONCLUSION

7 WHEREFORE, Milbank respectfully requests that the Court enter an order : (i) allowing
8 Milbank (a) interim compensation for professional services rendered as counsel for the Committee
9 during the Compensation Period in the amount of \$7,284,101.25; and (b) reimbursement of
10 expenses incurred in connection with rendering such services in the aggregate amount of
11 \$225,980.03, for a total award of \$7,510,081.28; (ii) authorizing and directing the Debtor to pay
12 (to the extent not previously paid in accordance with the Interim Compensation Order) to Milbank
13 \$6,228,807.41 which is an amount equal to the difference between (a) this \$ 7,510,081.28 award;
14 and (b) \$1,281,273.87, the total of all amounts that the Debtor shall have previously paid
15 to Milbank pursuant to the Interim Compensation Order for services rendered and expenses incurred during
16 the Compensation Period; and (iii) granting such further relief as is just and appropriate.

17
18
19
20 Dated: July 19, 2019

21 Respectfully submitted,

22 MILBANK LLP

23 By: /s/Dennis F. Dunne

24 Dennis F. Dunne (admitted pro hac vice)
Samuel A. Khalil (admitted pro hac vice)
Gregory A. Bray
Thomas R. Kreller

25
26
27 Counsel for the Official Committee of Unsecured
28 Creditors

EXHIBITA
COMPENSATIONBYPROFESSIONAL

The attorneys who rendered professional services in these chapter 11 cases from February 12, 2019 through May 31, 2019 (the “Fee Period”) are:

NAME OF PROFESSIONAL PARTNERS AND COUNSEL:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Paul Aronzon	Financial Restructuring	1979	\$1,540	191.50	\$294,910.00
William Bice	Global Project, Energy and Infrastructure Finance	1996	\$1,540 \$770*	146.80 9.00	\$226,072.00 \$6,930.00
Gregory Bray	Financial Restructuring	1984	\$1,540 \$770*	462.50 19.20	\$712,250.00 \$14,784.00
Dennis Dunne	Financial Restructuring	1991	\$1,540	211.80	\$326,172.00
Russell Kestenbaum	Tax	1999	\$1,540	31.80	\$48,972.00
Thomas Kreller	Financial Restructuring	1992	\$1,540 \$770*	294.40 35.60	\$453,376.00 \$27,412.00
Andrew Leblanc	Litigation	2000	\$1,540 \$770	162.60 51.90	\$250,404.00 \$39,963.00
Eric Moser	Alternative Investments	1991	\$1,540	1.40	\$2,156.00
Adam Moses	Global Corporate	2002	\$1,540	9.80	\$15,092.00
Michael Nolan	Litigation	1992	\$1,540	28.80	\$44,352.00
Albert Pisa	Alternative Investments	1997	\$1,540	6.50	\$10,010.00
Alan Stone	Litigation	1988	\$1,540	57.80	\$89,012.00
Karen Wong	Global Project, Energy and Infrastructure Finance	1986	\$1,540	3.80	\$5,852.00
Samuel Khalil	Financial Restructuring	2004	\$1,425 \$712.5*	60.00 7.60	\$85,500.00 \$5,415.00
Manan Shah	Tax	2002	\$1,425	37.90	\$54,007.50
Michael Price	Financial Restructuring	2011	\$1,155	10.40	\$12,012.00
Jennifer Harris	Alternative	2000	\$1,120	3.90	\$4,368.00

NAME OF PROFESSIONAL PARTNERS AND COUNSEL:	DEPARTMENT	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
	Investments				
Craig Price	Financial Restructuring	2000	\$1,120	689.50	\$772,240.00
			\$1,120	152.40	\$170,688.00
			\$995	326.30	\$324,668.50
			\$560*	12.70	\$7,112.00
Samir Vora	Litigation	2007	\$497.5*	5.50	\$2,736.25
Total Partners and Counsel :			\$1,321.66	3,031.40	\$4,006,466.25

NAME OF PROFESSIONAL ASSOCIATES:	DEPARTMENT	YEAR ADMITTED*	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Lena Mandel	Financial Restructuring	1991	\$1,080	69.70	\$75,276.00
Jason Anderson	Global Corporate	2009	\$995	9.30	\$9,253.50
Kamel Malik Aitelaj	Litigation	2008	\$995	39.30	\$39,103.50
James Beebe	Tax	2011	\$995	20.30	\$20,198.50
Nicholas Deluca	Tax	2009	\$995	1.00	\$995.00
Daniel Denny	Financial Restructuring	2005	\$995 \$497.5*	258.10 17.10	\$256,809.50 \$8,507.25
Yigal Gross	Alternative Investments	2015	\$995	6.30	\$6,268.50
James Behrens	Financial Restructuring	2015	\$955	13.10	\$12,510.50
Erin Dexter	Litigation	2014	\$920	143.40	\$131,928.00
Rachael Franzoia	Financial Restructuring	2013	\$920 \$460*	384.00 7.50	\$353,280.00 \$3,450.00
Matthew Koch	Financial Restructuring	2014	\$920	650.20	\$598,184.00
Parker M. Ilender	Financial Restructuring	2014	\$920	55.30	\$50,876.00
Katherine Pierucci	Litigation	2014	\$920	65.60	\$60,352.00
Jordan Weber	Financial Restructuring	2015	\$920	268.90	\$247,388.00
Christina Skaliks	Tax	2015	\$875	22.10	\$19,337.50
Julie Wolf	Litigation	2016	\$875	455.90	\$398,912.50
Emile Ayoub	Litigation	2017	\$830	71.80	\$59,594.00
Archana Hazra	Tax	2017	\$830	18.70	\$15,521.00
Kavon Khani	Litigation	2017	\$830	199.60	\$165,668.00
Adeola Adeyosoye	Financial Restructuring	2018	\$735	25.40	\$18,669.00
Julia Duke	Litigation	2018	\$735	273.00	\$200,655.00
Will Clark Farmer	Litigation	2017	\$735	4.30	\$3,160.50
Luis Orendo	Litigation	2018	\$735	118.10	\$86,803.50
Henry Seeley	Global Project, Energy and Infrastructure	2018	\$735	60.80	\$44,688.00

	Finance				
StephenBenz	Litigation	2019	\$595	26.10	\$15,529.50
MargheritaCapolino	Litigation	2019	\$595	56.80	\$33,796.00
RachaelConnelly	GlobalCorporate	2018	\$595	19.10	\$11,364.50
ColetteGulick	GlobalProject, Energyand Infrastructure Finance	2018	\$595	7.00	\$4,165.00
BenjaminHeller	Tax	2018	\$595	19.00	\$11,305.00
ErinHood	Alternative Investments	2019	\$595	4.50	\$2,677.50
DanielleLee	Litigation	2019	\$595	114.10	\$67,889.50
AaronMetviner	Financial Restructuring	2018	\$595	8.90	\$5,295.50
JuliaWu	Litigation	2018	\$595 \$297.5*	197.00 20.70	\$117,215.00 \$6,158.25
JoshuaZimberg	Litigation	2019	\$595	66.40	\$39,508.00
TotalAssociates:			\$843.06	3,798.40	\$3,202,293.00

NAME OF PARAPROFESSIONALS:	DEPARTMENT	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
AngelAnderso n	Litigation	\$350	10.50	\$3,675.00
AbayomiAyandipo	Litigation	\$350	38.10	\$13,335.00
JeniferGibbs	Litigation	\$350	11.30	\$3,955.00
DavidMcCracken	Litigation	\$350	20.30	\$7,105.00
IshmaelTaylor -Kamara	Financial Restructuring	\$300	4.80	\$1,440.00
CharmaineThomas	Financial Restructuring	\$300	62.20	\$18,660.00
RickyWindom	Litigation	\$300	4.40	\$1,320.00
JacquelineBrewster	Financial Restructuring	\$290	28.80	\$8,352.00
BrandonFiscina	Litigation	\$250	27.00	\$6,750.00
CeceliaKim	Financial Restructuring	\$235	1.70	\$399.50
JamesLiles	PracticeSupport	\$635	16.30	\$10,350.50
TotalParaprofessionals and other non -legal staff :		\$334.26	225.40	\$75,342.00

PROFESSIONALS TOTALS:	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	1,321.66	3,031.40	\$4,006,466.25
Associates	843.06	3,798.40	\$3,202,293.00
Paraprofessionals and other non -legal staff	334.26	225.40	\$75,342.00
Blended Attorney Rate	1,055.49	6,829.80	\$7,208,759.25
Total Fees Incurred	1,032.44	7,055.20	\$7,284,101.25

EXHIBIT B

COMPENSATION BY PROJECT CATEGORY

ProjectCategory	TotalHours	TotalFees
00002AssetSales/363Sales	3.20	\$3,518.50
00003AutomaticStay	135.10	\$131,882.00
00004BankruptcyLitigation	1,069.00	\$944,981.00
00005BarDate	102.20	\$125,984.50
00007CaseAdministration(Docketsupdates,WIPandcalendar)	290.30	\$258,097.00
00008CCAandAggregatorIssues	.40	\$368.00
00009PlanofReorganization	50.90	\$49,481.50
00010CommunicationswithClient	438.00	\$471,370.50
00011CommunicationswithUnsecuredCreditors	54.10	\$66,132.50
00012CommitteeMeetings	523.60	\$636,899.50
00013CommitteeGovernance	80.90	\$98,239.50
00014CorporateGovernanceandBoardIssues	84.00	\$84,871.50
00015Customer,SupplierandVendorIssues	29.80	\$30,080.00
00016DIPFinancing/CashManagement	162.20	\$193,772.00
00017ExecutoryContracts/Leaseissues	118.30	\$123,790.00
00018GeneralCaseStrategy(includescallswithclientandteamcallsandmeetings)	964.40	\$1,118,223.50
00020CourtHearings	397.50	\$476,043.00
00022Non- BankruptcyLitigation	119.60	\$105,591.00
00023Non- WorkingTravel	186.80	\$122,467.75
00026Regulatory,PoliticalandLegislative	11.70	\$16,191.00
00027CPUC	90.00	\$91,096.00
00028FERC	62.40	\$64,667.50
00029Retention/FeeApplications	823.00	\$796,780.50
00030Retention/FeeApplicationsOrdinaryCourse	3.00	\$2,257.50
00032SubrogationIssues	52.40	\$44,503.00

1	00034TortCommittee	18.10	\$26,716.00
2	00034TaxIssues	69.90	\$74,267.00
3	00036U.S.Trustee	19.80	\$20,523.00
4	00038WildfireClaimsandTreatment	783.60	\$794,796.50
5	00039 EmployeeBenefits/SeveranceIssues	311.00	\$310,510.00
6	Total	7,055.20	\$7,284,101.25

1 **EXHIBITC**

2 **EXPENSESUMMARY**

ExpenseCategory	TotalExpenses
Airfreight/Messenger	\$2,204.66
CabFa res/LocalTransportation	\$7,198.58
ComputerizedDatabase Research	\$139,993.27
Lodging	\$26,399.25
Meals	\$6,464.82
Photocopies/Printing	\$12,800.94
Telephone	\$4,797.13
TranscriptExpenses	\$4,270.75
Travel	\$21,850.63
TOTAL	\$225,980.03

EXHIBITD

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

Category of Timekeeper	Blended Hourly Rate	
	Billed Firm-wide for preceding Fiscal year (FY2018)	Billed February 12, 2019 through May 31, 2019
Partner	\$1,329.38	\$1,479.91
Counsel	\$1,053.49	\$1,076.80
Associate	\$753.07	\$843.06
Paralegal	\$281.10	\$334.26
Aggregated	\$869.72	\$1,032.44

¹ As requested in the U.S. Trustee Guidelines, the calculations in this column exclude members of Milbank's Financial Restructuring Group.

1 **EXHIBIT E**

2 **BUDGET AND STAFFING PLAN**

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1
2 **UNITED STATES BANKRUPTCY COURT**
3 **NORTHERN DISTRICT OF CALIFORNIA**
4 **SAN FRANCISCO DIVISION**

5 **In re:**

6 **PG&E CORPORATION**

7 **- and -**

8 **PACIFIC GAS AND ELECTRIC**
9 **COMPANY,**

10 **Debtors.**

11 Affects PG&E Corporation
12 Affects Pacific Gas and Electric
13 Company
14 Affects both Debtors

15 ** All papers shall be filed in the Lead Case,
16 No. 19-30088 (DM).*

17 Bankruptcy Case
18 No. 19-30088 (DM)

19 Chapter 11
20 (Lead Case)
21 (Jointly Administered)

22 **BUDGET FOR MILBANK LLP AS
23 COUNSEL TO THE OFFICIAL
24 COMMITTEE OF UNSECURED
25 CREDITORS OF PG&E CORPORATION
26 AND PACIFIC GAS AND ELECTRIC
27 COMPANY FOR THE PERIOD
28 FEBRUARY 12, 2019 THROUGH MAY 31,
29 2019**

30 Date Retention Approved: April 29, 2019 nunc pro tunc to February 12, 2019

PROJECT CATEGORY	ESTIMATED HOURS	ESTIMATED FEES ¹
Administrative Expense Claims (00001)	50	\$51,486.50
Asset Sales/363 Sales (00002)	5	\$5,148.65
Automatic Stay (00003)	150	\$154,459.50
Bankruptcy Litigation (00004)	1,800	\$1,853,514.00
Bar Date (00005)	90	\$92,675.70
Claims Reconciliation/Objections (00006)	15	\$15,445.95
Case Administration (Docket Updates, WIP and calendar) (00007)	425	\$437,635.25
CCA and Aggregator Issues (00008)	10	\$10,297.30
Plan of Reorganization (00009)	25	\$25,743.25

1 The estimated fees contained herein are calculated by multiplying the estimated hours by
2 \$1,029.73, the average blended rate of the Milbank professionals and paraprofessionals
3 working on these cases for the month of February 2019.

	PROJECTCATEGORY	ESTIMATED HOURS	ESTIMATED FEES ¹
1	CommunicationswithClient(00010)	475	\$489,121.75
2	CommunicationswithUnsecuredCreditors (00011)	100	\$102,973.00
3	CommitteeMeetings(00012)	600	\$617,838.00
4	CommitteeGovernance (00013)	150	\$154,459.50
5	CorporateGovernanceandBoardIssues(00014)	115	\$118,418.95
6	Customer,SupplierandVendorIssues(00015)	5	\$5,148.65
7	DIPFinancing/CashManagement(00016)	175	\$180,202.75
8	ExecutoryContracts/LeaseIssues(00017)	100	\$102,973.00
9	GeneralCaseStrategy(includescallswith clientsand teamcalls andmeetings) (00018)	1250	\$1,287,162.50
10	InsurersandInsuranceClaims(00019)	10	\$10,297.30
11	CourtHearings(00020)	700	\$720,811.00
12	MediationandAlternativeDisputeResolution(00021)	5	\$5,148.65
13	Non-BankruptcyLitigation(00022)	200	\$205,946.00
14	Non-WorkingTravel(00023)	200	\$205,946.00
15	PowerPurchaseAgreements(00024)	50	\$51,486.50
16	Reclamation/503(b)(9)Claims (00025)	10	\$10,297.30
17	Regulatory,PoliticalandLegislative (00026)	50	\$51,486.50
18	CPUC(00027)	125	\$128,716.25
19	FERC(00028)	50	\$51,486.50
20	Retention/FeeApplications (00029)	1000	\$1,029,730.00
21	Retention/FeeApplicationOrdinaryCourse Professionals (00030)	25	\$25,743.25
22	Schedules/StatementsofFinancialAffairs(00031)	5	\$5,148.65
23	SubrogationIssues(00032)	50	\$51,486.50
24	TortCommittee (00033)	15	\$15,445.95

PROJECTCATEGORY	ESTIMATED HOURS	ESTIMATED FEES ¹
TaxIssues(00034)	100	\$102,973.00
TrustStructure,CorpusandTerms(00035)	0	\$0.00
U.S.Trustee(00036)	15	\$15,445.95
AdequateAssuranceIssues(00037)	0	\$0.00
WildfireClaimsandTreatment(00038)	750	\$772,297.50
EmployeeBenefitsandSeveranceIssues(00039)	500	\$514,865.00
TOTAL	9,350	\$9,627,975.50

1
2 **UNITED STATES BANKRUPTCY COURT**
3 **NORTHERN DISTRICT OF CALIFORNIA**
4 **SAN FRANCISCO DIVISION**

5 **In re:**

6 **PG&E CORPORATION**

7 **- and -**

8 **PACIFIC GAS AND ELECTRIC**
9 **COMPANY,**

10 **Debtors.**

11 Affects PG&E Corporation
12 Affects Pacific Gas and Electric
13 Company
14 Affects both Debtors

15 ** All papers shall be filed in the Lead Case,
16 No. 19-30088 (DM).*

17 Bankruptcy Case
18 No. 19-30088 (DM)

19 Chapter 11
20 (Lead Case)
21 (Jointly Administered)

22 **STAFFING PLAN FOR MILBANK LLP AS
23 COUNSEL TO THE OFFICIAL
24 COMMITTEE OF UNSECURED
25 CREDITORS OF PG&E CORPORATION
26 AND PACIFIC GAS AND ELECTRIC
27 COMPANY FOR THE PERIOD
28 FEBRUARY 12, 2019 THROUGH MAY 31,
29 2019**

30 Date Retention Approved: April 29, 2019 nunc pro tunc to February 12, 2019

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	AVERAGE HOURLY RATE ¹
Partners	20	\$1,376.82
Counsel	7	\$1,218.00
Sr. Associates (7+ years experience)	7	\$991.67
Associates (4-6 years experience)	12	\$916.67
Jr. Associates (1-3 years experience)	22	\$720.00
Paralegals	8	\$270.00
Staff Attorneys, Case Managers, and Specialists	9	\$320.00

1 Milbank's hourly rates are subject to customary annual firm-wide adjustments in the
2 ordinary course of business, notice of which adjustments shall be provided to the
3 Committee and the U.S. Trustee.

EXHIBITF

**SUMMARYOFFEESANDHOURS
BUDGETEDCOMPAREDTOFEESANDHOURSBILLED**

PROJECTCATEGORY	Budgeted Hours	Billed Hours	Budgeted Fees	Billed Fees
AdministrativeExpense Claims(00001)	50	0	\$51,486.50	\$0.00
AssetSales/363Sales(00002)	5	3.20	\$5,148.65	\$3,518.50
AutomaticStay(00003)	150	135.10	\$154,459.50	\$131,882.00
BankruptcyLitigation(00004)	1,800	1,069.00	\$1,853,514.00	\$944,981.00
BarDate (00005)	90	102.20	\$92,675.70	\$125,984.50
Claims Reconciliation/Objections (00006)	15	0	\$15,445.95	\$0.00
CaseAdministration(Docket Updates,WIPandcalendar) (00007)	425	290.30	\$437,635.25	\$258,097.00
CCAandAggregatorIssues (00008)	10	.40	\$10,297.30	\$368.00
PlanofReorganiz ation (00009)	25	50.90	\$25,743.25	\$49,481.50
CommunicationswithClient (00010)	475	438.00	\$489,121.75	\$471,370.50
Communicationswith UnsecuredCreditors(00011)	100	54.10	\$102,973.00	\$66,132.50
CommitteeMeetings(00012)	600	523.60	\$617,838.00	\$636,899.50
CommitteeGovernance (00013)	150	80.90	\$154,459.50	\$98,239.50
CorporateGovernance and BoardIssues(00014)	115	84.00	\$118,418.95	\$84,871.50
Customer,Supplierand VendorIssues (00015)	5	29.80	\$5,148.65	\$30,080.00
DIPFinancing/Cash Management(00016)	175	162.20	\$180,202.75	\$193,772.00
ExecutoryContracts/Lease Issues(00017)	100	118.30	\$102,973.00	\$123,790.00
GeneralCaseStrategy (includescallswith clientsand teamcallsandmeetings) (00018)	1250	964.40	\$1,287,162.50	\$1,118,223.50

PROJECTCATEGORY	Budgeted Hours	Billed Hours	Budgeted Fees	Billed Fees
InsurersandInsuranceClaims (00019)	10	0	\$10,297.30	\$0.00
CourtHearings(00020)	700	397.50	\$720,811.00	\$476,043.00
MediationandAlternative DisputeResolution (00021)	5	0	\$5,148.65	\$0.00
Non-BankruptcyLitigation (00022)	200	119.60	\$205,946.00	\$105,591.00
Non-WorkingTravel(00023)	200	186.80	\$205,946.00	\$122,467.75
PowerPurchaseAgreements (00024)	50	0	\$51,486.50	\$0.00
Reclamation/503(b)(9)Claims (00025)	10	0	\$10,297.30	\$0.00
Regulatory,Politicaland Legislative (00026)	50	11.70	\$51,486.50	\$16,191.00
CPUC(00027)	125	90.00	\$128,716.25	\$91,096.00
FERC(00028)	50	62.40	\$51,486.50	\$64,667.50
Retention/FeeApplications (00029)	1000	823.00	\$1,029,730.00	\$796,780.50
Retention/FeeApplication OrdinaryCourseProfessionals (00030)	25	3.00	\$25,743.25	\$2,257.50
Schedules/Statementsof FinancialAffairs (00031)	5	0	\$5,148.65	\$0.00
SubrogationIssues(00032)	50	52.40	\$51,486.50	\$44,503.00
TortCommittee (00033)	15	18.10	\$15,445.95	\$26,716.00
TaxIssues(00034)	100	69.90	\$102,973.00	\$74,267.00
TrustStructure,Corpusand Terms (00035)	0	0	\$0.00	\$0.00
U.S.Trustee(00036)	15	19.80	\$15,445.95	\$20,523.00
AdequateAssuranceIssues (00037)	0	0	\$0.00	\$0.00
WildfireClaimsand Treatment(00038)	750	783.60	\$772,297.50	\$794,796.50
EmployeeBenefitsand SeveranceIssues(00039)	500	311.00	\$514,865.00	\$310,510.00
TOTAL	9,350	7,055.20	\$9,627,975.50	\$7,284,101.25

1 **EXHIBITG**

2 **KRELLERDECLARATION**

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1
2 **UNITED STATES BANKRUPTCY COURT**
3 **NORTHERN DISTRICT OF CALIFORNIA**
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5 **In re:**

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11 Affects PG&E Corporation
12 Affects Pacific Gas and Electric
13 Company
14 Affects both Debtors

15 ** All papers shall be filed in the Lead Case,
16 No. 19-30088 (DM).*

17 Case No. 19-30088 (DM)

18 Chapter 11

19 (Lead Case)

20 (Jointly Administered)

21 **CERTIFICATION OF THOMAS R.
22 KRELLER REGARDING FIRST INTERIM
23 APPLICATION OF MILBANK LLP FOR
24 ALLOWANCE OF COMPENSATION AND
25 FOR REIMBURSEMENT OF EXPENSES
26 INCURRED AS COUNSEL TO THE
27 OFFICIAL COMMITTEE OF UNSECURED
28 CREDITORS FOR THE PERIOD FROM
FEBRYARY 12, 2019 THROUGH MAY 31,
2019**

29 1. I am a partner in the Financial Restructuring Group of the firm Milbank LLP
30 ("Milbank"), counsel to the official committee of unsecured creditors (the "Committee") in these
31 chapter 11 cases. I am admitted to the bar of the State of California.

32 2. I make this certification regarding the *First Interim Application of Milbank LLP for*
33 *Allowance of Compensation for Services Rendered and for Reimbursement of Expenses Incurred*
34 *as Counsel to the Official Committee of Unsecured Creditors for the Period from February 12,*
35 *2019 through May 31, 2019* (the "Interim Fee Application"). I am familiar with: (i) the *Order*
36 *Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish*
37 *Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket
38 No. 701] (the "Interim Compensation Order"); (ii) the *Guidelines for Compensation and Expense*

1 *Reimbursement of Professionals and Trustees for the Northern District of California* , dated
2 February 19, 2014 (the “ Local Guidelines ”); and (iii) the *U.S. Trustee Guidelines for Reviewing*
3 *Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by*
4 *Attorneys in Larger Chapter 11 Cases* , effective November 1, 2013 (the “ U.S. Trustee Guidelines ”)
5 and collectively, the “ Fee Guidelines ”).

6

7 3. I have reviewed the Interim Fee Application and hereby certify that, to the best of
8 my knowledge, information and belief, it complies with the Fee Guidelines and the applicable
9 provisions of the Bankruptcy Code and the Bankruptcy Rules. The fees and disbursements sought
10 are billed at rates in accordance with those generally charged by Milbank and generally accepted
11 by Milbank’s clients. I certify that: (i) all of the services for which compensation is sought in the
12 First Interim Application were rendered for or on behalf of the Committee solely in connection
13 with the Chapter 11 Cases; and (ii) the First Interim Application is being served on the Debtors,
14 the Tort Committee, and the U.S. Trustee in accordance with the Interim Compensation Order.
15

16 Additionally, I hereby certify that, in accordance with the Interim Compensation Order, and in
17 connection with preparing this Interim Fee Application, Milbank has made a reasonable effort to
18 comply with the U.S. Trustee’s requests for information and additional disclosures set forth in the
19 U.S. Trustee Guidelines. To that end, Milbank specifically responds to certain questions identified
20 in the U.S. Trustee Guidelines as follows:

21

22 Question 1: Did Milbank agree to any variations from, or alternatives to, Milbank ’s
23 standard or customary billing rates, fees or terms for services pertaining to
24 this engagement that were provided during the application period? If so, please explain.

25 Answer: No.

26 Question 2: If the fees sought in the Interim Fee Application as compared to the fees
27 budgeted for the time period covered by the Application are higher by 10%
28 or more, did Milbank discuss the reasons for the variation with the client?

1 Answer: The fees sought in the First Interim Fee Application are less
2 than the fees budgeted for the time period covered by such
application.

3 Question 3: Have any of the professionals included in the Interim Fee Application varied
4 their hourly rate based on geographic location of the bankruptcy case?

5 Answer: No.

6 Question 4: Does the Interim Fee Application include time or fees related to reviewing
7 or revising time records or preparing, reviewing or revising invoices?

8 Answer: The First Interim Fee Application includes a small amount
9 of time and fees related to reviewing or revising time records
for privileged or confidentially and preparing, reviewing or
revising invoices in connection with the preparation of
Monthly Fee Statements relating to the period covered by
this First Interim Fee Application.

11 Question 5: Does the Interim Fee Application include time for fees for reviewing time
12 records to redact any privileged or other confidential information?

13 Answer: Yes. See above.

14 Question 6: Does the Interim Fee Application includes any rate increases or retention
15 in these cases:

16 Answer: The First Interim Fee Application does not include any rate
increases or retention in these cases.

17 Question 7: Did the client agree when retaining Milbank to accept all future rate increases?
18 If not, did Milbank inform the client that they need not agree to
modified rates or terms in order to have you continue the representation,
consistent with ABA Formal Ethics Opinion 11-458?

19 Answer: The client did not prospectively approve such rate increases
but was notified at the outset of the engagement that
Milbank's hourly rates are reviewed and revised from time
to time. In accordance with ABA Formal Ethics Opinion 11-
458, Milbank also notified the Committee at the outset of the
representation that it need not agree to any modified rates or
terms in order to have Milbank continue its representation of
the Committee.

26 */s/Thomas R. Kreller*
27 Thomas R. Kreller
28